

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>COMPUTE NORTH HOLDINGS, INC., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 22-90273 (MI)</p> <p>(Jointly Administered)</p>
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**CERTIFICATE OF COUNSEL REGARDING APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF
AN ORDER (I) AUTHORIZING THE EMPLOYMENT AND RETENTION OF
MILLER BUCKFIRE AS INVESTMENT BANKER EFFECTIVE AS OF
OCTOBER 11, 2022 AND (II) GRANTING RELATED RELIEF**

1. On November 10, 2022, the Official Committee of Unsecured Creditors (the “Committee”) of Compute North Holdings, Inc., *et al.* (the “Debtors”), filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order (I) Authorizing the Employment and Retention of Miller Buckfire as Investment Banker Effective as of October 11, 2022 and (II) Granting Related Relief* [ECF No. 464] (the “Application”),² with a proposed order granting the relief requested in the Application attached thereto as Exhibit A (the “Initial Proposed Order”). Objections to the Application were required to be filed within twenty-one (21) days from the date of service of the Application (the “Objection Deadline”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. In accordance with paragraph 45 of the *Procedures for Complex Cases in the Southern District of Texas*,³ the undersigned counsel files this Certificate of Counsel and represents to the Court that the undersigned is unaware of any objection to the Application and the undersigned counsel has reviewed the Court's docket and no objection to the Application appears thereon.

3. The undersigned counsel received informal comments to the Application and Initial Proposed Order from the counsel to the Office of the United States Trustee, which comments are incorporated in the amended proposed order, attached hereto as Exhibit A (the "Amended Proposed Order"). A redline of the Amended Proposed Order against the Initial Proposed Order is attached hereto as Exhibit B.

4. Therefore, the Committee respectfully requests the entry of the Amended Proposed Order.

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³ Effective August 1, 2021.

Dated: December 2, 2022

Respectfully submitted,

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs

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*Counsel to the Official Committee of Unsecured
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CERTIFICATE OF SERVICE

I hereby certify that on December 2, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Charles R. Gibbs

Charles R. Gibbs